

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors. ¹	:	(Jointly Administered)
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**TWENTY-SECOND MONTHLY FEE STATEMENT OF M-III ADVISORY
PARTNERS, LP FOR COMPENSATION EARNED AND EXPENSES INCURRED
FOR PERIOD OF JULY 1, 2020 THROUGH JULY 31, 2020**

1. In accordance with the *Order Authorizing Debtors to Retain M-III Advisory Partners, LP to Provide a Chief Restructuring Officer and Certain Additional Personnel for Debtors Nunc Pro Tunc To Commencement Date* [ECF No. 814] (the “**Retention Order**”),² M-III Advisory Partners, LP (“**M-III**”) hereby submits its twenty-second monthly report (the “**Monthly Report**”) on compensation earned and expenses incurred for the period commencing on July 1, 2020 through and including July 31, 2020 (the “**Reporting Period**”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is c/o M-III Partners, L.P., 130 West 42nd St., 17th Floor, New York, NY 10036.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Retention Order.

During the Reporting Period, M-III incurred total fees and expenses of \$940,381.48, comprised of \$939,177.50 of fees and \$1,203.98 of expenses.

2. During the Reporting Period, M-III provided services central to the Debtors' restructuring process, including:

- a. Chief Restructuring Officer: Mohsin Y. Meghji in his role as Chief Restructuring Officer, continued to provide day-to-day oversight regarding issues including but not limited to: cash/liquidity management, the resolution of post-closing disputes with the Buyer, post-asset sale matters, and other Chapter 11 reporting requirements, as well as supervising all activity by the M-III team.
- b. Asset Disposition: On an ongoing basis, M-III prepared and updated analyses to reconcile cash proceeds received and credit card receipts between OldCo and the Buyer and prepared other analyses related to the sale. M-III also responded to numerous vendor inquiries related to non-payment due to the ongoing dispute between the Debtors' Estate and the Buyer as to which entity will pay the creditors.
- c. Business Operations: On an ongoing basis, M-III assisted the Debtors with issues related to operating as a debtor-in-possession operating in chapter 11.
- d. Case Administration: On an ongoing basis, M-III advised and assisted the Debtors with respect to internal and external communications planning and documentation. M-III also completed analysis and assisted the Debtors on various motions. M-III also prepared for and participated in strategic meetings with Debtors' counsel. M-III also assisted the Debtors on quarterly reporting related to Ordinary Course Professionals.
- e. Claims Administration and Objections (Other Than Governmental Units, Real Estate and Secured Claims): M-III advised and assisted the Debtors with reconciling the Administrative Expense Consent Program Non Opt-Out Group for administrative claimants that filed an Opt-In Ballot and were not part of the initial distribution, filed a Non Opt-Out Ballot or did not respond to the Ballot. This included reconciling the creditors amounts to the company's books and records and negotiating with creditors. M-III also responded to numerous inquiries from creditors regarding the Administrative Expense Consent Program Ballot and the claims reconciliation process. M-III continues to assist the Debtors in reconciling the outstanding import vendor claims related to the World Import issue. M-III also prepared the motion to allow claims and certificates of no objection to claims. M-III also continued to assist in settlement agreement negotiations with creditors and Debtor's counsel. M-III also continued to maintain reporting and tracking related to the Administrative Expense Consent Program Ballot and the claims reconciliation process.

- f. Claims Administration and Objections (Governmental Units): M-III advised and assisted the Debtors with reconciling the Administrative Expense Consent Program Non Opt-Out Group for governmental units administrative claimants that filed an Opt-In Ballot and were not part of the initial distribution, filed a Non Opt-Out Ballot or did not respond to the Ballot. M-III also advised and assisted the Debtors with reconciling the administrative and priority tax claims related to governmental units. This included reconciling the creditors amounts to the company's books and records and negotiating with creditors. M-III also responded to numerous inquiries from creditors regarding the Administrative Expense Consent Program Ballot and the claims reconciliation process. M-III also assisted the Debtors in settlement agreement negotiations with creditors and Debtor's counsel. M-III also continued to maintain reporting and tracking related to the Administrative Expense Consent Program Ballot and the claims reconciliation process.
- g. Claims Administration and Objections (Secured Claims): M-III advised and assisted the Debtors with reconciling the secured claims including consignment claims. This included reconciling the creditors amounts to the company's books and records and negotiating with creditors. M-III also assisted the Debtors in settlement agreement negotiations with creditors and Debtor's counsel. M-III also continued to maintain reporting and tracking related to the secured claims reconciliation process.
- h. Corporate Governance and Board Matters: On an ongoing basis, M-III prepared for and participated in meetings of the Restructuring Committee of the Board.
- i. Employment and Fee Applications: M-III prepared its monthly invoice in compliance with its retention order. M-III also coordinated with the company to submit professional fee invoices for payment and updated the professional fee reporting. M-III also coordinated with the company to pay the 20% holdbacks per the Fourth Interim Fee Application.
- j. Estate Tracker Reporting: M-III also prepared weekly reports to illustrate cash flows and liquidity as compared to the forecast including related methodologies, as well as cash management planning. M-III distributed the weekly variance reports to the Restructuring Committee, Pre-Effective Date Committee and Creditors' Committee and addressed questions from these parties as they arose.
- k. Meetings and Communications with Creditors: On an ongoing basis, M-III prepared for and participated in meetings and teleconferences with the Official Committee of Unsecured Creditors and their respective advisors.
- l. Meetings and Communications with Restructuring Committee: On an ongoing basis, M-III prepared and participated in meetings and teleconferences with the Debtors' Restructuring Committee.

- m. Meetings and Communications with Pre-Effective Date Committee: On an ongoing basis, M-III prepared and participated in meetings and teleconferences with the Debtors' Pre-Effective Date Committee.
- n. Non-Debtor Entities Remaining with the Debtors: On an ongoing basis, M-III assisted with accounting and other matters related to SHC Israel Ltd. and Sears Holdings Mauritius Holding Company.
- o. Preference Analysis: M-III worked with the preference firms to analyze the payments made that may be subject to preference actions and supported the preference project across the engaged firms including providing the Debtors resolution amounts for numerous claims and following up with the Debtors on inquiries related to the resolution of preferences.
- p. Real Estate – Property Management: On an ongoing basis, M-III assisted the Debtors in the management of its real estate assets.
- q. Real Estate – Property Taxes Payable by the Estate: On an ongoing basis, M-III assisted the Debtors in analyzing property tax bills presented for payment to determine what amount, if any, is owed by the Debtors or potentially other parties.
- r. Real Estate – Unencumbered Real Estate Sales & Analysis: On an ongoing basis, M-III assisted the Debtors in due diligence, analysis, reporting, marketing and monetization related to the unencumbered real estate. M-III worked closely with the Debtors to list, market and sell unencumbered assets to a variety of real estate investors. M-III also assisted the Debtors with the analysis of unencumbered properties with a view towards selling these assets in a timely manner for favorable prices.
- s. Real Estate – Claims Administration and Objections: On an ongoing basis M-III assisted the Debtors with reviewing and reconciling the administrative and priority claims related to real estate. M-III also assisted the Debtors with preparing certificates of no objection to claims and continue to assist in settlement agreement negotiations with creditors and Debtor's counsel. M-III also continued to maintain reporting and tracking related to the real estate claims reconciliation process.
- t. Reporting: On an ongoing basis, M-III assisted with matters related to the US Trustee, assisted the Debtors with accounting related items including but not limited to, aggregating monthly bank statements, reviewing monthly financial statements, monthly reporting for the Post-Confirmation Corporate Quarterly Operating Report, developing and updating the OldCo budget and other accounting related items.
- u. Unclaimed Funds: On an ongoing basis, M-III assisted in the unclaimed funds process and followed up with the Debtors on inquiries related to additional information regarding unclaimed funds.

3. **Exhibit A** attached hereto includes a summary of fees and expenses and a list of the personnel that provided services to the Debtors during the Reporting Period, their respective titles, their respective billing rates, the aggregate hours spent by each individual, and the total compensation earned by each individual.

4. **Exhibit B** attached hereto is a breakdown of the reasonable expenses incurred by M-III during the Reporting Period.

Dated: August 12, 2020
New York, New York

By: /s/ Mohsin Y. Meghji

Mohsin Y. Meghji
Managing Member
M-III Advisory Partners, LP
130 West 42nd St.,
17th Floor
New York, NY 10036

Exhibit A

Case No.: 18-23538 (RDD)

Case Name: Sears Holdings Corporation

M-III Advisory Partners, LP

July 1, 2020 Through July 31, 2020

Summary of Compensation Sought for the Reporting Period

TOTAL HOURS	TOTAL FEES (a)	TOTAL EXPENSES	TOTAL COMPENSATION	MONTHLY COMPENSATION FEES (100%)	MONTHLY COMPENSATION EXPENSES (100%)	TOTAL MONTHLY COMPENSATION
1,838.3	\$939,177.50	\$1,203.98	\$940,381.48	\$939,177.50	\$1,203.98	\$940,381.48

Note(s):

(a) Total fees of \$939,177.50 include \$750,000.00 for hours billed as a fixed fee and \$189,177.50 for professionals billed on an hourly basis.

Case No.: 18-23538 (RDD)

Case Name: Sears Holdings Corporation

M-III Advisory Partners, LP

July 1, 2020 Through July 31, 2020

Summary of Hours Billed by Professional Fixed Fee

Employee Name	Initial	Title	Total Hours	Total
Meghji, Moshin	MM	Managing Partner	10.0	
Gallagher, William	WG	Managing Director	152.8	
Murphy, William	WM	Senior Director	205.3	
Korycki, Mary	MK	Director	206.2	
Kim, Tyler	TK	Associate	167.0	
Paige, Matthew	MP	Associate	128.4	
Kopsky, Colin	CK	Analyst	207.5	
Navor, Glenn	GN	Analyst	161.3	
Wong, Elaine	EW	Analyst	213.2	
Total (a)			1,451.7	\$750,000.00

Note:

- (a) Per Debtors' Application for entry of an order Authorizing the Debtors to retain M-III Advisory Partners, LP to provide a Chief Restructuring Officer and certain additional personnel for Debtors Nunc Pro Tunc to commencement date; paragraph 20(i) [ECF No. 328] Compensation for Services. In accordance with the terms of the Engagement Letter, M-III shall be entitled to non-refundable professional fees at a flat rate of (i) during such time as the Core Team is comprised of the CRO plus ten (10) additional professionals, \$900,000 per month and (ii) during such time as the Core Team is comprised of the CRO plus eight (8) additional professionals, \$750,000 per month. If additional staffing is required, additional professionals will be billed at a rate which is \$50 less than M-III's standard hourly rates. [ECF No. 328]

Case No.: 18-23538 (RDD)

Case Name: Sears Holdings Corporation

M-III Advisory Partners, LP

July 1, 2020 Through July 31, 2020

Summary of Hours Billed by Professional

Employee Name	Initial	Title	Total Hours	Rate (a)	Total
Griffith, Brian	BG	Managing Director	50.9	\$925	\$47,082.50
Kellner, Richard	RK	Senior Advisor	20.9	\$750	15,675.00
Ehrler, Kenneth	KE	Director	24.1	\$675	16,267.50
Acevedo, Enrique	EA	Vice President	38.9	\$600	23,340.00
Zatzkin, Noah	NZ	Vice President	18.1	\$600	10,860.00
Blittner, Jack	JB	Analyst	62.6	\$325	20,345.00
Morris, Paul	PM	Analyst	79.5	\$325	25,837.50
Ramnani, Ravi	RR	Analyst	18.0	\$325	5,850.00
Sugarman, Samuel	SS	Analyst	56.8	\$325	18,460.00
Urena, Amanda	AU	Analyst	16.8	\$325	5,460.00
Total			386.6		\$189,177.50

Note:

- (a) Per Debtors' Application for entry of an order Authorizing the Debtors to retain M-III Advisory Partners, LP to provide a Chief Restructuring Officer and certain additional personnel for Debtors Nunc Pro Tunc to commencement date; paragraph 20(i) [ECF No. 328] Compensation for Services. In accordance with the terms of the Engagement Letter, M-III shall be entitled to non-refundable professional fees at a flat rate of (i) during such time as the Core Team is comprised of the CRO plus ten (10) additional professionals, \$900,000 per month and (ii) during such time as the Core Team is comprised of the CRO plus eight (8) additional professionals, \$750,000 per month. If additional staffing is required, additional professionals will be billed at a rate which is \$50 less than M-III's standard hourly rates. [ECF No. 328]

Exhibit B

Case No.: 18-23538 (RDD)

Case Name: Sears Holdings Corporation

M-III Advisory Partners, LP

July 1, 2020 Through July 31, 2020

Summary of Necessary Expenses Incurred

Description	Total
Telephone/Internet/IT	\$1,194.73
Miscellaneous	9.25
Total (a)	\$1,203.98

Note(s):

- (a) Total amounts are based on M-III's expense reporting system as of the date of this Monthly Report and may not be reflective of all expenses incurred during the Reporting Period. As such, future monthly reports may include expenses incurred during the Reporting Period.